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TALLAHASSEE, FL 32301  
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DIVISION OF CORP.

ACCOUNT NO. : 07210000003E

REFERENCE : 009323 7101307

AUTHORIZATION :

COST LIMIT : \$

200001691182  
-01711796--01004--013  
\*\*\*\*122.50 \*\*\*\*122.50

ORDER DATE : January 17, 1996

ORDER TIME : 1:27 PM

ORDER NO. : 009323

CUSTOMER NO: 7101307

CUSTOMER: A. Dean Hoolihan, Esq  
A. DEAN HOOLIHAN, ESQ

2790 Sunset Point Road

Clearwater, FL 34619

DOMESTIC FILING

NAME: GAMES PEOPLE PLAY OF FLORIDA,  
INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

96 JAN 18 PM 3:42  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I BROWN FEB - 1 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 18, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: GAMES PEOPLE PLAY OF FLORIDA, INC.  
Ref. Number: W96000001377

We have received your document for GAMES PEOPLE PLAY OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 496A00002306

**ARTICLES OF INCORPORATION  
OF  
ALL GAMES PEOPLE PLAY, INC.**

**FILED**  
96 JAN 18 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Corporation is ALL GAMES PEOPLE PLAY, INC..

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

230 U.S. 27 N., E-1  
Sebring, FL 33870

**ARTICLE III  
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV  
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI  
DIRECTORS**

This Corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are

elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roger H. Hendrick	3100 Peachtree Street Lake Placid, FL 33852

#### **ARTICLE VII OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Roger H. Hendrick	3100 Peachtree Street Lake Placid, FL 33852
Vice-President	Robert J. Leach	488 Orkney Court Dunedin, FL 33698
Secretary/Treasurer	Margaret L. Leach	488 Orkney Court Dunedin, FL 33698

#### **ARTICLE VIII REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

<u>REGISTERED AGENT</u>	<u>OFFICE OF CORPORATION</u>
Roger H. Hendrick	3100 Peachtree Street Lake Placid, FL 33852

#### **ARTICLE IX INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of

willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

#### **ARTICLE X BY-LAWS**

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### **ARTICLE XI AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

#### **ARTICLE XII INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

**NAME**

Roger H. Hendrick

**ADDRESS**

3100 Peachtree Street  
Lake Placid, FL 33852


IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 24 day of January, 1996.

  
Roger H. Hendrick

**CERTIFICATE OF ACCEPTANCE OF REGISTERED  
AGENT**

I, **ROGER H. HENDRICK**, as Registered Agent for **ALL GAMES PEOPLE PLAY, INC.** do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 230 U.S. 27 N., E-1, City of Sebring, County of Highland, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: January 18, 1996

  
\_\_\_\_\_  
Roger H. Hendrick, Registered Agent

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96 JAN 18 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA